

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------------|---|--------------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., et al. ¹ |) | Case No. 01-01139 (JFK) |
| |) | Jointly Administered |
| Debtors. |) | |
| |) | Objection Date: <u>June 20, 2012</u> |

**SEVENTY-EIGHTH MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM APRIL 1, 2012 THROUGH APRIL 30, 2012**

| | |
|---|--------------------------------------|
| Name of Applicant: | Beveridge & Diamond, P.C. |
| Authorized to Provide Professional Services to: | Debtors and Debtors in Possession |
| Date of Retention: | May 12, 2005 |
| Period for which Compensation and Reimbursement is Sought: | April 1, 2012 through April 30, 2012 |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$65,693.98 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$276.11 |

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------------------|--------------------------|--------------------|--------------------------|-------------------|
| 12/05 | 10/1/05 – 10/31/05 | \$13,486.25 | \$ 337.02 | \$13,486.25 | \$ 337.02 |
| 2/06 | 11/1/05 – 11/30/05 | \$46,587.50 ² | \$ 57.62 | \$46,587.50 ³ | \$ 57.62 |
| 2/06 | 12/1/05 – 12/31/05 | \$ 5,726.25 ⁴ | \$1,308.41 | \$ 5,726.25 ⁵ | \$1,308.41 |
| 3/06 | 1/1/06 – 1/31/06 | \$11,187.50 | \$ 173.56 | \$11,187.50 | \$ 173.56 |
| 4/06 | 2/1/06 – 2/28/06 | \$16,106.25 | \$ 156.33 | \$16,106.25 | \$ 156.33 |
| 5/06 | 3/1/06 – 3/31/06 | \$11,377.50 | \$ 70.33 | \$11,377.50 | \$ 70.33 |
| 6/06 | 4/1/06 -- 4/30/06 | \$13,693.75 | \$ 356.81 | \$13,693.75 | \$ 356.81 |
| 8/06 | 5/1/06 -- 5/31/06 | \$28,261.25 | \$ 227.37 | \$28,261.25 | \$ 227.37 |
| 9/13/06 | 6/1/06 -- 6/30/06 | \$10,103.75 | \$ 285.26 | \$10,103.75 | \$ 285.26 |
| 9/13/06 | 7/1/06 -- 7/31/06 | \$ 4,307.50 | \$ 14.21 | \$ 4,307.50 | \$ 14.21 |
| 9/25/06 | 8/1/06 -- 8/31/06 | \$4,812.50 | \$ 131.31 | \$4,812.50 | \$ 131.31 |
| 10/30/06 | 9/1/06 -- 9/30/06 | \$16,988.75 | \$ 287.83 | \$16,988.75 | \$ 287.83 |
| 12/1/06 | 10/1/06 -- 10/31/06 | \$19,348.25 | \$ 210.02 | \$19,348.25 | \$ 210.02 |
| 1/11/07 | 11/1/06 - 11/30/06 | \$34,281.25 | \$ 425.47 | \$34,281.25 | \$ 425.47 |
| 3/7/07 | 12/1/06 - 12/31/06 | \$43,924.00 | \$ 338.42 | \$43,924.00 | \$ 338.42 |
| 3/7/07 | 1/1/07 - 1/31/07 | \$51,760.00 | \$ 211.32 | \$51,760.00 | \$ 211.32 |
| 6/4/07 | 2/1/07 - 2/28/07 | \$36,245.00 | \$ 94.79 | \$36,245.00 | \$ 94.79 |
| 6/4/07 | 3/1/07 - 3/31/07 | \$33,840.00 | \$ 480.06 | \$33,840.00 | \$ 480.06 |
| 6/18/07 | 4/1/07-4/30/07 | \$35,377.50 | \$ 514.32 | \$35,377.50 | \$ 514.32 |
| 6/18/07 | 5/1/07 - 5/31/07 | \$17,681.25 | \$ 389.29 | \$17,681.25 | \$ 389.29 |
| 8/23/07 | 6/1/07 - 6/30/07 | \$22,225.00 | \$ 133.35 | \$22,225.00 | \$ 133.35 |
| 10/11/07 | 7/1/07-7/31/07 | \$31,450.00 | \$ 248.66 | \$31,100.00 | \$ 248.66 |
| 10/11/07 | 8/1/07 - 8/31/07 | \$30,497.50 | \$ 567.93 | \$29,875.50 | \$ 567.93 |
| 10/19/07 | 9/1/07 - 9/30/07 | \$18,575.00 | \$ 311.53 | \$18,575.00 | \$ 311.53 |
| 1/2/08 | 10/1/07 – 10/31/07 | \$7,217.50 | \$ 791.76 | \$7,217.50 | \$ 791.76 |
| 1/2/08 | 11/1/07-11/30/07 | \$5,200.00 | \$ 111.41 | \$5,200.00 | \$ 111.41 |
| 4/29/08 | 12/1/07-12/31/07 | \$8,670.00 | \$ 142.43 | \$8,670.00 | \$ 142.43 |
| 4/29/08 | 1/1/08 – 2/28/08 | \$19,480.00 | \$ 74.16 | \$19,480.00 | \$ 74.16 |
| 5/5/08 | 3/1/08-3/31/08 | \$6,320.00 | \$ 81.38 | \$6,320.00 | \$ 81.38 |
| 6/23/08 | 4/1/08-4/30/08 | \$5,358.00 | \$ 54.14 | \$5,358.00 | \$ 54.14 |
| 7/21/08 | 5/1/08-5/31/08 | \$32,068.00 | \$ 19.86 | \$32,068.00 | \$ 19.86 |
| 9/3/08 | 6/1/08 – 6/30/08 | \$39,793.00 | \$ 1,384.81 | \$39,793.00 | \$ 1,384.81 |

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|--------------------|----------------|--------------------|---------------|-------------------|
| 9/15/08 | 7/1/08-7/31/08 | \$89,644 | \$273.65 | \$89,644 | \$273.65 |
| 11/14/08 | 8/1/08-8/31/08 | \$50,539.50 | \$224.70 | \$50,539.50 | \$224.70 |
| 11/14/08 | 9/1/08 - 9/30/08 | 3,905.50 | \$986.54 | 3,905.50 | \$986.54 |
| 2/6/09 | 10/1/08 - 10/31/08 | 1,360.00 | \$365.78 | 1,360.00 | \$365.78 |
| 2/6/09 | 11/1/08 - 11/30/08 | \$920.00 | \$524.75 | \$920.00 | \$524.75 |
| 3/24/09 | 12/1/08 - 12/31/08 | \$2,702.50 | \$11.37 | \$2,702.50 | \$11.37 |
| 3/30/09 | 1/1/09 - 1/31/09 | \$25,585.00 | \$1.40 | \$25,585.00 | \$1.40 |
| 4/21/09 | 2/1/09 - 2/28/09 | \$39,237.00 | \$516.80 | \$39,237.00 | \$516.80 |
| 4/30/09 | 3/1/09 - 3/31/09 | \$ 8,128.00 | \$ 46.35 | \$ 8,128.00 | \$ 46.35 |
| 7/7/09 | 4/1/09 - 4/30/09 | \$ 80,837.00 | \$1,411.58 | \$ 80,837.00 | \$1,411.58 |
| 7/20/09 | 5/1/09 - 5/31/09 | \$ 80,837.00 | \$ 1,411.58 | \$ 80,837.00 | \$ 1,411.58 |
| 9/2/09 | 6/1/09 - 6/30/09 | \$38,481.50 | \$ 888.98 | \$38,481.50 | \$ 888.98 |
| 9/15/09 | 7/1/089 - 7/31/09 | \$6,972.00 | \$ 534.11 | \$6,972.00 | \$ 534.11 |
| 10/1/09 | 8/1/09 - 8/31/09 | \$1,991.50 | \$ 5.80 | \$1,991.50 | \$ 5.80 |
| 11/2/09 | 9/1/09 - 9/30/09 | \$ 6,836.00 | \$ 53.92 | \$ 6,836.00 | \$ 53.92 |
| 12/9/09 | 10/1/09 - 10/31/09 | \$ 15,246.00 | \$ 75.86 | \$ 15,246.00 | \$ 75.86 |
| 1/4/10 | 11/1/09 - 11/30/09 | \$ 14,828.50 | \$ 56.80 | \$ 14,828.50 | \$ 56.80 |
| 2/3/10 | 12/1/09 - 12/31/09 | \$ 7,224.00 | \$ 84.20 | \$ 7,224.00 | \$ 84.20 |
| 3/31/10 | 1/1/10 - 1/31/10 | \$ 2,778.00 | \$ 36.85 | \$ 2,778.00 | \$ 36.85 |
| 3/31/10 | 2/1/10 - 2/28/10 | \$ 4,449.50 | \$12.27 | \$ 4,449.50 | \$12.27 |
| 5/17/10 | 3/1/10 – 3/31,2010 | \$ 24,367.50 | \$11.00 | \$ 24,367.50 | \$11.00 |
| 7/1/10 | 4/1/10 – 4/30/10 | \$ 10,250.00 | \$ 82.97 | \$ 10,250.00 | \$ 82.97 |
| 7/1/10 | 5/1/10 – 5/31/10 | \$ 3,476.00 | \$ 23.86 | \$ 3,476.00 | \$ 23.86 |
| 8/16/10 | 6/1/10 - 6/30/10 | \$ 24,234.00 | \$ 19.20 | \$ 24,234.00 | \$ 19.20 |
| 8/30/10 | 7/1/10 - 7/31/10 | \$ 20,113.50 | \$ 18.28 | \$ 20,113.50 | \$ 18.28 |
| 10/25/10 | 8/1/10 - 8/31/10 | \$2,986.00 | \$ 235.07 | \$2,986.00 | \$ 235.07 |
| 11/9/10 | 9/1/10 - 9/30/10 | \$25,288.00 | \$ 251.36 | \$25,288.00 | \$ 251.36 |
| 12/17/10 | 10/1/10 - 10/31/10 | \$13,119.50 | \$ 352.94 | \$13,119.50 | \$ 352.94 |
| 1/10/11 | 11/1/10 - 11/30/10 | \$ 13,940.00 | \$ 50.56 | \$ 13,940.00 | \$ 50.56 |
| 3/3/11 | 12/1/10 - 12/31/10 | \$ 18,381.47 | \$ 46.47 | \$ 18,381.47 | \$ 46.47 |
| 4/5/11 | 1/1/11 - 1/31/11 | \$ 4,046.00 | \$129.34 | \$ 4,046.00 | \$129.34 |
| 4/5/11 | 2/1/11 - 2/28/11 | \$ 9,082.00 | \$ 0.20 | \$ 9,082.00 | \$ 0.20 |
| 5/31/11 | 3/1/11 - 3/31/11 | \$ 5,617.50 | \$ 21.36 | \$ 5,617.50 | \$ 21.36 |
| 6/13/11 | 4/1/11 - 4/30/11 | \$ 5,612.00 | \$ 96.75 | \$ 5,612.00 | \$ 96.75 |
| 7/8/11 | 5/1/11 - 5/31/11 | \$10,248.00 | \$ 16.76 | \$10,248.00 | \$ 16.76 |
| 9/14/11 | 6/1/11 - 6/30/11 | \$ 22,223.50 | \$ 20.40 | \$ 22,223.50 | \$ 20.40 |
| 9/14/11 | 7/1/11 - 7/31/11 | \$ 9,342.00 | \$ 94.66 | \$ 9,342.00 | \$ 94.66 |
| 9/29/11 | 8/1/11 - 8/31/11 | \$31,785.50 | \$268.57 | \$31,785.50 | \$268.57 |
| 11/16/11 | 9/1/11 - 9/30/11 | \$ 8,447.50 | \$341.60 | \$ 8,447.50 | \$341.60 |
| 12/1/11 | 10/1/11 - 10/31/11 | \$11,621.00 | \$55.64 | Pending | Pending |
| 12/27/11 | 11/1/11 – 11/30/11 | \$ 14,634.50 | \$ 56.70 | Pending | Pending |
| 3/26/12 | 12/1/11 – 12/31/11 | \$82,764.50 | \$ 94.75 | Pending | Pending |
| 3/26/12 | 1/1/12 – 1/31/12 | \$151,022.60 | \$322.03 | Pending | Pending |
| 5/24/12 | 2/1/12 – 2/29/12 | \$102,163.92 | \$337.47 | Pending | Pending |

B&D PROFESSIONALS⁶

| Name of Professional Individual | Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation |
|---------------------------------|--|---|--------------------|--------------------|
| Pamela D. Marks | Principal; Joined Firm 1997; Member of MD Bar since 1986 | \$469.20 | 53.40 | \$25,055.28 |
| Karl S. Bourdeau | Principal; Joined Firm 1980; Member DC bar since 1978 | \$657.80 | 49.20 | \$32,363.76 |
| Elizabeth A. Wolk | Paralegal | \$179.40 | 7.00 | \$1,255.80 |
| Jayni Lanham | Associate; Joined Firm 2008; Member of MD Bar since 2008 | \$303.60 | 11.80 | \$3,582.48 |
| Lindsey Selba | Associate; Joined Firm 2010; Member of MD Bar since 2010 | \$257.60 | 1.80 | \$463.68 |
| Aaron H. Goldberg | Principal; Joined Firm 1987; Member of the DC Bar since 1985 | \$547.40 | 2.30 | \$1,259.02 |
| Laura K. McAfee | Principal; Joined Firm 2001; Member of the MD Bar since 1991 | \$469.20 | 3.50 | \$1,642.20 |
| Denis Paul | Paralegal | \$179.40 | .40 | \$71.76 |

Fees: \$65,693.98
 Total Hours: 129.40
 Blended Rate: \$ 508.00

TASK CODE SUMMARY

| Project Category | Total Hours | Total Fees Requested |
|--------------------------------------|-------------|----------------------|
| Litigation and Litigation Consulting | 129.40 | \$65,693.98 |

⁶ These amounts are the sum total from all of the invoices attached hereto.

EXPENSE SUMMARY⁷

| Expense Category | Service Provider (if applicable) ⁸ | Total Expense |
|-----------------------------|--|---------------|
| Photocopying | | \$6.00 |
| Postage | | \$1.50 |
| Long Distance Telephone | | \$32.40 |
| Out-of-town Travel Expenses | Travel to team/client meetings | \$26.00 |
| Meals | Meals at client/team meeting over several days | \$210.21 |

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period April 1, 2012 through April 30, 2012, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$65,693.98 and actual and necessary expenses in the amount of \$276.11 for a total allowance of \$65,970.09 and payment of \$52,555.18 (80% of the allowed fees) and reimbursement of \$276.11 (100% of the allowed expenses) be authorized for a total payment of \$52,831.29 and for such other and further relief as this Court may deem just and proper.

Dated: May 25, 2012

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

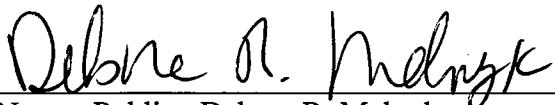
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 29 day of May, 2012.



Notary Public: Debora R. Melnyk
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) Jointly Administered
Debtors.)
) Objection Date: June 20, 2012

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
APRIL 1, 2012 THROUGH APRIL 30, 2012

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.